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March 10, 2005

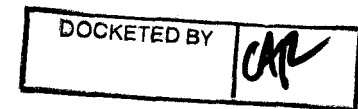
Arizona Corporation Commission

1200 W. Washington

Phoenix, Arizona 85007

AZ CORP COMMISSION  
DOCUMENT CONTROL

ORIGINAL



Re: Docket No. S-~~0~~03591A-05-0000 Response from Respondent John S. Mendibles

1. In response to the alleged violation of A.R.S 44-1841 that Respondent sold securities that were not registered pursuant to Articles 6 or 7 of the Securities Act. At no time did MGN Enterprises a Nevada based corporation offer registered or unregistered stocks or securities to the person know as Mrs. Cheryl D'Arcy her associations or any other person. The allegations represented by Mr. D'Arcy are indeed false. Mrs. D'Arcy was summarily rejected as an Associate due to her Mental and Emotional instability. This based on interviews with Mrs. D'Arcy significant other and acquaintances. Mrs. D'Arcy was notified of this decision January 27<sup>th</sup>, 2005.

2. In response to the alleged violation of A.R.S 44-1842 that Respondent offered or sold securities within or from Arizona while not registered as a dealer or salesman, pursuant to Article 9 of the Securities Act. At no time did MGN Enterprises a Nevada based corporation offer registered or unregistered stocks or securities within or from the State of Arizona while not registered as a dealer or salesman, to the person know as Mrs. Cheryl D'Arcy her associations or any other person. The allegations represented by Mr. D'Arcy are indeed false. Mrs. D'Arcy was summarily rejected as an Associate due to her Mental and Emotional instability. This based on interviews with Mrs. D'Arcy significant other and acquaintances. Mrs. D'Arcy was notified of this decision January 27<sup>th</sup>, 2005.

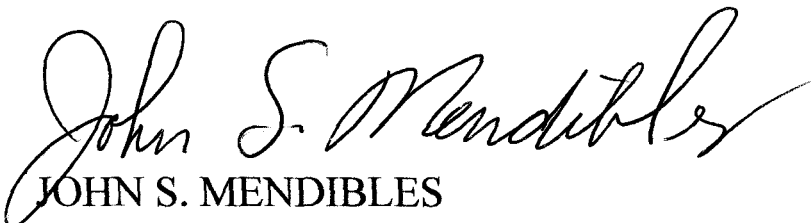
3. In response to the alleged violation of A.R.S. 44-1991 (Fraud in "Connection with the Offer to Sale of Securities". Respondent denies the allegation. Respondent provides this alleged violation involves Sovereign Recognized Authority. Sovereign and beyond the jurisdiction of the Commission. Respondent will seek relief within the jurisdiction of that Sovereign Authority.

4. Respondent and MGN Enterprises have contacted all of our Associates concerning

the said allegations. None of our Associates have requested or demanded termination or reimbursement

5. Respondent provides that no orders of relief are necessary. Should our Associates require any relief due to these allegations, they only need to make it known to Respondent. Respondent will accommodate any Associate making this request. Respondent provides that no Administrative penalties need assessing. MGN Enterprises is a Nevada based organization and has at no time operated in Arizona in the sale of securities to our Associates or Mrs. D'Arcy or her associations. Respondent provides that no order of restitution, rescission, administrative penalties, or other appropriate affirmative action pursuant to A.R.S 25-215, A.R.S 44-2036, A.R.S 44-2032 or any relief that the Commission deems appropriate be assed. Respondent also provides that the Temporary Order to Cease, and Desist is unnecessary, Respondent and MGN Enterprises operates within the State of Nevada, where it is incorporated.

Respectfully Submitted this day March 31<sup>st</sup> 2005 by Respondent on behalf of Respondent and MGN Enterprises a Nevada based and incorporated entity.



JOHN S. MENDIBLES  
Respondent

Original plus 13 copies to  
Arizona Corporation Commission  
Attention: Julie Coleman  
1300 West Washington, 3<sup>rd</sup> Floor  
Phoenix, Arizona 85007

Original plus 13 copies to  
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1200 W. Washington  
Phoenix, Arizona 85007